

**VERIFICATION**

I, CHRISTINE LUTZ, hereby declare, under penalty of perjury as follows:

1. I am the plaintiff in the above-captioned shareholder derivative action. I have read the foregoing shareholder derivative complaint (the "Complaint") and authorized its filing. Based upon the investigation of my counsel, the allegations in the Complaint are true to the best of my knowledge, information and belief.
2. This action is not a collusive one to confer jurisdiction on a court of the United States that would not otherwise have jurisdiction.
3. I am committed to and hereby declare my intent to fairly and adequately represent the interests of Groupon, Inc. and its shareholders in this action.

DATED: 5/11/12

  
CHRISTINE LUTZ